

Exhibit G
Attached to and made a part of the
Telemark Unit Agreement
Initial Unit Plan
(revision 1; January 31, 2012)



1.0 INTRODUCTION

This Initial Unit Plan of the Telemark Unit ("TU") is submitted by Brooks Range Petroleum Corporation ("BRPC"), as Operator, to the Department of Natural Resources as required by Article 8 of the TU Agreement, 11 AAC 83.341, and 11 AAC 83.343. This TU Initial Unit Plan addresses the following:

- 1) Conceptual development plans for the unit, including plans to delineate all underlying oil or gas reservoirs, bring the reservoirs into production, and maintain and enhance production once established;
- 2) plans for the exploration or delineation of any land in the unit not included in a participating area;

The term of this Initial Unit Plan shall be for a period commencing on the Effective Date of the TU Agreement and ending on December 31, 2015, being four years after the Effective Date of the TU Agreement, unless the unit terminates before that date, in which case, the Initial Unit Plan expires with the unit termination. If BRPC is unable to fulfill any of the terms and commitments in the Initial Unit Plan, TU terminates, except as to Tracts or portions of Tracts included in an approved Participating Area or in an application for a Participating Area. Effective on April 1st of the year the TU terminates, the WIOs shall surrender all Leases not in an approved Participating Area, or an application for a Participating Area within the TU, whose primary terms have expired. Also effective as April 1st of the year the TU terminates, the WIOs waive the extension provisions of 11 AAC 83.140 and Article 15, and the notice and hearing provision of 11 AAC 83.374

2.0 PROPOSED DEVELOPMENT ACTIVITIES:

Development of the known Brookian hydrocarbon accumulation is contingent on the delineation drilling success described below in Section 3 as well as the outcome of ongoing conceptual development engineering studies. Development will be subject to final working interest owner approval/sanctioning.

The proposed Telemark Development Project is anticipated to produce oil from the Flaxman Sand hydrocarbon accumulation, being a Brookian age reservoir, located within the TU. The Telemark hydrocarbon accumulation was encountered while drilling the East Mikkelsen well drilled during the 1971 winter drilling season. The proposed Telemark Development Project is close to existing Badami Unit infrastructure and the

future Point Thomson Pipeline, which is proposed as a common carrier pipeline. Subject to finalization of the Telemark Development Project conceptual engineering, BRPC's current plan is to use stand alone processing facilities delivering sales quality crude into the common carrier Point Thomson Pipeline, or alternatively the Badami Unit pipeline.

The proposed Telemark Development Project will create a vital processing facility for the TU, providing synergies which will lower the economic hurdle allowing other potential hydrocarbon accumulation within and around the TU to be developed. The other potential hydrocarbon accumulations are currently believed to be higher risk, which characterizes them as marginally economic, and they would not likely be developed without existing infrastructure and processing facilities within the TU. Likewise, future development of the other potential hydrocarbon accumulation within TU using the Telemark processing infrastructure will extend the economic life of Telemark production. The symbiotic relationship between all of the known and potential hydrocarbon accumulations within the TU promotes the conservation of natural resources and prevents economic and physical waste.

Horizontal drilling technology and long-reach wells will be used to maximize production while minimizing surface impacts. Use of horizontal drilling technology will reduce the environmental impact of developments within the TU.

By August 31 of each year beginning in 2013, BRPC will submit an annual report to the Commissioner, and will schedule an annual meeting with the Division of Oil & Gas to present technical information and discuss unit operations. Ninety days before the expiration of the Initial Unit Plan, BRPC will submit a new Unit Plan.

3.0 PROPOSED DELINEATION/EXPLORATION ACTIVITIES

The Working Interest Owners plan to proceed with the delineation/exploration activities described below as the Initial Plan of Exploration within the TU Area:

- a) on or before December 31, 2012, the Working Interest Owners plan to license the existing 3D seismic data survey within the TU. Failure to license the TU area 3D data by December 31, 2012, shall result in the termination of the TU, except as to Leases or portions of Leases included in a Participating Area.
- b) On or before December 1, 2013, the Working Interest Owners plan to identify a bottom hole location and commit, in writing, to drill the 1st Delineation/Exploration Well in the TU. On or before March 31, 2014, the Working Interest Owners plan to commence drilling operations of the 1st Delineation/Exploration Well in the TU. The well will be designed to penetrate the Brookian formations. Failure to commence drilling the 1st Delineation/Exploration Well by March 31, 2014, shall result in the termination of the TU, except as to Leases or portions of Leases included in a Participating Area.

- c) The Second Unit Plan must receive approval from the Department of Natural Resources by December 31, 2015.